

RECORDATION NO. 22012 FILED

FEB 3 '99

11-45 AM

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OF COUNSEL  
URBAN A. LESTER

February 3, 1999

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are five (5) copies of a Memorandum of Equipment Trust Agreement, dated February 15, 1999, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Company : CSX Transportation, Inc.  
500 Water Street  
Jacksonville, Florida

Trustee : The First National Bank of Maryland  
25 South Charles Street  
Baltimore, Maryland 21201

A description of the railroad equipment covered by the enclosed document is:

set forth on Schedule A attached to the Memorandum

Vernon A. Williams  
February 3, 1999  
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Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Robert W. Alvord".

Robert W. Alvord

RWA/bg  
Enclosures

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

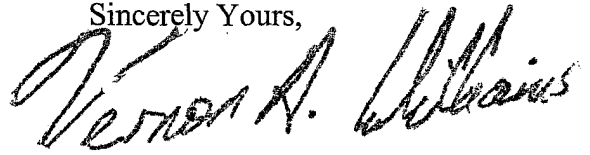
OFFICE OF THE SECRETARY

Robert W. Alvord  
Alvord And Alvord  
918 Sixteenth St., NW., Ste. 200  
Washington, DC., 20006-2973

Dear Sir:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.  
11301 and CFR 1177.3 (c), on 2/3/99 at 11:45 AM, and  
assigned recordation numbers (s): 22012, 16621-I.

Sincerely Yours,

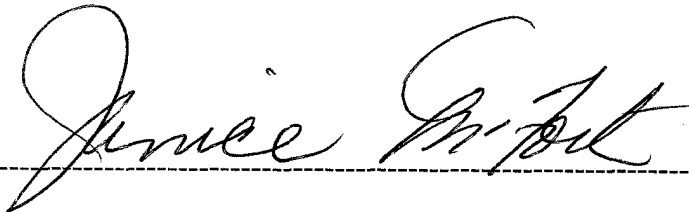
  
Vernon A. Williams

Enclosure(s)

52.00

\$\_\_\_\_\_ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature-----



FEB 3 '99

11-45 AM

MEMORANDUM OF EQUIPMENT TRUST AGREEMENT dated as of February 15, 1999, between THE FIRST NATIONAL BANK OF MARYLAND, a division of FMB Bank (hereinafter called the **Trustee**), and CSX TRANSPORTATION, INC., a Virginia corporation (hereinafter called the **Railroad**).

WHEREAS the Trustee and the Railroad are entering into that certain Equipment Trust Agreement dated as of the date hereof (hereinafter called the **Agreement**), covering the railroad equipment listed in Schedule A hereto, bearing the reporting marks and road numbers of CSX Transportation, Inc., shown in said Schedule A, and all additions and alterations thereof, replacements thereof and substitutions therefor.

IN WITNESS WHEREOF, the Trustee and the Railroad wish to show for the public record (a) the ownership of the said railroad equipment by the Trustee, as trustee under the Agreement, as security for the obligations of the Railroad under the Agreement and the equipment trust certificates issued thereunder, and (b) the leasehold interest of the Railroad in said railroad equipment, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

THE FIRST NATIONAL BANK OF  
MARYLAND, DIVISION OF FMB BANK

by



CSX TRANSPORTATION, INC.

by

  
ASSISTANT TREASURER

STATE OF MARYLAND

)

SS.:

)

CITY OF BALTIMORE

)

On this 2nd day of February, 1999, before me personally appeared Robert D. Brown, to me personally known, who, by me being duly sworn, says that he is a Vice President of THE FIRST NATIONAL BANK OF MARYLAND, DIVISION OF FMB BANK, and that the foregoing instrument was signed on behalf of said bank by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

*Deborah K. Bailey*  
.....  
Notary Public

My commission expires

MY COMMISSION EXPIRES 4/13/02

STATE OF FLORIDA

)

SS.:

)

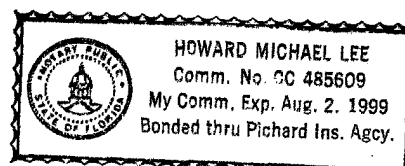
COUNTY OF DUVAL

)

On this 1st day of February, 1999, before me personally appeared John Eccleston, to me personally known, who, by me being duly sworn, says that he is an Assistant Treasurer of CSX TRANSPORTATION, INC., that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Howard Michael Lee*  
.....  
Notary Public

My commission expires 8/2/1999



SCHEDULE A  
(Equipment Trust Agreement dated as of February 15, 1999)

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers (Inclusive)</u>
46	General Electric model AC4400, (CSXT designation CW44AC) 4400 horsepower, six-axle, diesel-electric locomotives	CSXT	345--390
232	Fully-enclosed, bi-level autoracks, manufactured by Thrall Car Manufacturing Company		B1688--B1919